

**EXHIBIT 111**  
**-**  
**REDACTED VERSION OF**  
**ECF NO. 575-33**

# **EXHIBIT 84**

**Email from David Kramer to  
Michael Mersch  
(Filed Under Seal)**

**To:** Michael Mersch[mmersch@ufc.com]; Jeff Clark[ncfcelite@yahoo.com]  
**Cc:** Lawrence Epstein[lepstein@ufc.com]  
**From:** David Kramer  
**Sent:** Wed 3/10/2010 3:54:07 PM  
**Importance:** Normal  
**Subject:** RE: Roger Huerta - Zuffa Offer - Confidential  
**Received:** Wed 3/10/2010 3:54:10 PM

Mike,

Thank you for confirming that Zuffa will not be exercising its right to match the Bellator deal. Roger, Jeff and I are all grateful to you and Zuffa for making this transition so smooth and painless. It's been a pleasure working with you!

Best wishes,  
David Kramer

At 11:01 PM -0800 3/9/10, Michael Mersch wrote:

>David and Jeff,

>  
>This will confirm that Zuffa is choosing not to exercise its right  
>to match the terms and conditions of the Bellator agreement as  
>outlined in the LOI and verified by the signed Agreement between  
>Roger Huerta and Bellator. Again, our best regards to Roger. We  
>wish him continued success in his MMA career.  
>

>Thank you.

>  
>Michael Mersch  
>

>-----Original Message-----

>From: David Kramer [mailto:davidkramer@ncfcelite.tv]

>Sent: Friday, March 05, 2010 10:16 AM

>To: Michael Mersch; Jeff Clark

>Cc: Lawrence Epstein

>Subject: RE: Roger Huerta - Zuffa Offer - Confidential  
>

>Mike,  
>

>Thank you for acknowledging receipt of the LOI and for informing us  
>that Zuffa is choosing not to exercise its right to match the terms  
>and conditions of Bellator's offer as outlined therein.  
>

>As per your request, I have attached a copy of the fully-executed  
>Promotional Agreement between Roger and Bellator for your review on  
>a confidential basis. Once Zuffa has verified that the Agreement is  
>consistent with the terms of the LOI, we respectfully request  
>notification via email confirming Zuffa's decision not to exercise  
>the right to match.  
>

>I have passed Zuffa's kind wishes on to Roger and he is very  
>appreciative of everything Zuffa has done for him, including the  
>handling of this current matter.  
>

>Best wishes,  
>David Kramer  
>

>At 7:11 PM -0800 2/24/10, Michael Mersch wrote:

>>David and Jeff,

>>  
>>On behalf of Zuffa, LLC ("Zuffa"), this email will acknowledge that we  
>>have received a copy of the Letter of Intent ("LOI") concerning the  
>>proposed contractual relationship by and between Roger Huerta and  
>>Bellator Sport Worldwide, LLC ("Bellator"). The email will further  
>>confirm that Zuffa is not choosing to exercise its right to match under  
>>Section 13.2 of Roger's prior Exclusive Promotional and Ancillary

>>>Rights Agreement with Zuffa ("Zuffa Agreement").

>>

>>>However, our decision and election to not exercise the right to match,  
>>>as outlined in Section 13.2 of the Zuffa Agreement, is contingent upon  
>>>our receipt of a copy of the fully-executed Bellator Agreement by and  
>>>between Bellator and Roger Huerta ("Bellator Agreement"), as  
>>>contemplated in the LOI, so that we can verify it is consistent with  
>>>the terms of the LOI as proffered to Zuffa.

>>

>>>Further, please be advised and reminded that Zuffa expressly reserves  
>>>and retains any and all ancillary rights that survive the term of the  
>>>Zuffa Agreement pursuant to its terms.

>>

>>>On behalf of Zuffa, please communicate to Roger we wish him nothing but  
>>>the best of success.

>>

>>>Please let me know if you need anything else.

>>

>>>Regards,

>>

>>>Michael Mersch

>>>Vice President of Business and Legal Affairs and Assistant General

>>>Counsel Zuffa, LLC

>>

>>>-----Original Message-----

>>>From: David Kramer [mailto:davidkramer@ncfcelite.tv]

>>>Sent: Wednesday, February 24, 2010 12:34 PM

>>>To: Michael Mersch

>>>Cc: ncfcelite@yahoo.com

>>>Subject: Roger Huerta - Zuffa Offer - Confidential

>>

>>>Hi Mike,

>>

>>>I work with Jeff Clark at NCFC Elite, Inc. As you probably know, we  
>>>manage Roger Huerta. In compliance with Section 13.2 (Right to  
>>>Match) of Roger's now expired contract with the UFC we are submitting a  
>>>letter of intent that includes the material terms and conditions of an  
>>>offer from Bellator Sport Worldwide, LLC to Roger.

>>

>>>The attached constitutes the "Zuffa Offer" and the UFC has fifteen  
>>>business days to match as you're obviously aware. Jeff has told me you  
>>>are a great person and easy to work with. If possible, we would  
>>>appreciate an acknowledgement via email that you've received the  
>>>attached LOI. If by any chance you come to a decision in this matter  
>>>before the 15 day period us up, we would be similarly grateful for  
>>>early notification.

>>

>>>Please let me know if you have any questions or comments.

>>

>>>Best wishes,

>>>

>>>David Kramer

>>>NCFC Elite, Inc.

>>>Tel: [REDACTED]

>>>Fax: [REDACTED]

>>><http://www.ncfcelite.tv>

>>

>>

>>>The information contained in this electronic transmission (email) is  
>>>confidential information and may be subject to attorney/client  
>>>privilege. It is intended only for the use of the individual or entity  
>>>named above. ANY DISTRIBUTION OR COPYING OF THIS MESSAGE IS PROHIBITED,  
>>>except by the intended recipient. Attempts to intercept this message  
>>>are in violation of 18 U.S.C.2511(1) of the Electronic Communications  
>>>Privacy Act (ECPA), which subjects the interceptor to fines,  
>>>imprisonment and/or civil damages.

>>

>>>Zuffa, LLC | P.O. Box 26959 | Las Vegas, NV 89126

>  
>  
>--  
>David Kramer  
>NCFC Elite, Inc.  
>Tel: [REDACTED]  
>Fax: [REDACTED]  
><http://www.ncfcelite.tv>

--  
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